

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	
	:	Chapter 11 Case No.
	:	
DELPHI CORPORATION, <u>et al.</u>	:	05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	X	

NOTICE OF STATUS AS A SUBSTANTIAL CLAIMHOLDER¹

PLEASE TAKE NOTICE that General Motors Corporation and its various domestic and foreign subsidiaries and affiliates (together, “GM”) are Substantial Claimholders with respect to claims against Delphi Corporation (“Delphi”) and/or one or more of the 41 subsidiaries² and affiliates of Delphi (“Affiliate Debtors”), debtors and debtors in possession in Case No. 05-44481 (RDD), pending in the United States Bankruptcy Court for the Southern District of New York.

¹ For purposes of this Notice: (i) a “Substantial Claimholder” is any person or entity that beneficially owns an aggregate principal amount of claims against the Debtors equal to or exceeding \$100,000,000 or any controlled entity through which a Substantial Claimholder beneficially owns an indirect interest in claims against the Debtors, (ii) “beneficial ownership” of claims includes direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), ownership by family members and any group of persons acting pursuant to a formal or informal understanding to make a coordinated acquisition of claims, and ownership of claims which such holder has an option to acquire, and (iii) an “option to acquire claims includes any contingent purchase, put, contract to acquire a claim(s) or similar interest, regardless of whether it is contingent or otherwise nor currently exercisable.

² The 41 subsidiaries are: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Furukawa Wiring Systems, LLC, Delphi Integrated Service Solutions, Inc., Delphi International Holding Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Receivables LLC, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, MobileAria, Inc., Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

PLEASE TAKE FURTHER NOTICE that, as of November 21, 2005, GM beneficially owns claims (collectively, the "Claim") in the aggregate principal amount of \$ see appendix against the Debtors. The following table sets forth the name of the Debtor issuer, a summary of the terms, and the date on which GM acquired or otherwise became the beneficial owner of such Claim:

Debtor Issuer	Terms	Date Acquired
See appendix		

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of GM is 38-0572515.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, GM hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments which purport to be part of this Notice are true, correct, and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to that certain Order Under 11 U.S.C. §§ 105, 362, And 541 And Bankruptcy Rule 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities, this Notice is being (a) filed with the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, and (b) served upon (i) the Debtors, Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098-2815, Att'n General Counsel and Chief Tax Officer and (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606-1285, Att'n John K. Lyons and Randall G. Reese.

This Notice is given in addition to, and not as a substitute for, any requisite notice under Rule 3001 of the Federal Rules of Bankruptcy Procedure.

Respectfully submitted,

GENERAL MOTORS CORPORATION

By: /s/ Michael Lukas

Name: Michael Lukas

Title: Assistant Treasurer

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Date: November 21, 2005

Appendix to Notice of Status As A Substantial Claimholder

General Motors Corporation and its various domestic and foreign subsidiaries and affiliates (together, “GM”) hold numerous prepetition claims against Delphi Corporation (“Delphi”) and/or its affiliated chapter 11 debtors (the “Debtors”) arising from various contractual relationships between GM and Delphi. These relationships and GM’s prepetition claims arising from these relationships include, without limitation, the following:

- Pursuant to a master agreement and various purchase agreements between GM and Delphi, GM purchases from Delphi automotive parts and systems. In 2004, Delphi sales to GM aggregated approximately \$15.4 billion. As of the commencement of the Debtors’ chapter 11 cases (the “Commencement Date”), GM had asserted warranty/recall claims arising from its purchases in the approximate amount of \$100 million. GM will also in the ordinary course assert further warranty/product recall claims against Delphi in connection with automotive parts delivered prior to the Commencement Date. GM also will assert other claims in amounts not yet determined relating to goods delivered prior to the Commencement Date (e.g., overpricing, damaged goods, wrong shipments, short shipments).
- GM is party to various agreements with the Debtors pursuant to which GM provides services to the Debtors. Pursuant to certain leases, GM leases certain real property and equipment to the Debtors. If, pursuant to section 365(a) of title 11 of the United States Code (the “Bankruptcy Code”), Delphi rejects one or more executory contracts and/or leases to which GM is a party, GM expects it will have prepetition rejection damage claims against Delphi pursuant to section 502(g) of the Bankruptcy Code. Cure payments may also be payable with respect to any of these executory contracts or leases assumed by Delphi pursuant to section 365(a).
- Pursuant to an agreement between Delphi and GM that was entered into in connection with Delphi’s spin-off from GM, Delphi is liable to GM for certain costs associated with post-employment benefits (“OPEB”) for certain employees who worked at Delphi and retire from GM (the “Flowback Employees”). The total amount of such OPEB obligations currently accrued to GM is approximately \$1.228 billion (the “OPEB Flowback Claims”). The OPEB Flowback Claims are subject to revision due to additional Flowback Employees and updates to actuarial assumptions.

- GM and the United Automobile, Aerospace and Agricultural Implement Workers of America (the “UAW”) entered into an agreement (the “Benefit Guarantee”) pursuant to which GM agreed, subject to various conditions, to be secondarily liable for a portion of certain obligations if, under certain circumstances, Delphi were to reduce the scope and level of pension benefits, retiree health benefits, or retiree life insurance benefits provided to certain of its UAW-represented employees. In connection with the Benefit Guarantee, Delphi and GM entered into an indemnity agreement pursuant to which, among other things, Delphi indemnified GM and its affiliates for any losses and liabilities relating to the Benefit Guarantee (the “Indemnity Agreement”). In connection with the Indemnity Agreement, GM holds claims against Delphi, including prepetition contingent claims. GM may also hold other indemnification, reimbursement, restitution and/or subrogation claims in connection with the Benefit Guarantee.
- GM and the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers-Communications Workers of America (the “IUE”) and the United Steelworkers of America (the “USWA”) have entered into agreements (the “Other Guarantees”) pursuant to which GM agreed, subject to various conditions, to be secondarily liable for a portion of certain obligations if, under certain circumstances, Delphi were to reduce the scope and level of pension benefits, retiree health benefits, or retiree life insurance benefits provided to certain of its employees represented by the IUE or USWA. GM holds contingent indemnification, reimbursement, restitution and/or subrogation claims in connection with the Other Guarantees.
- GM also holds various other prepetition claims against Delphi and/or other Debtors, including, without limitation, unpaid obligations under various prepetition agreements with Delphi (including, without limitation, legacy agreements pursuant to which GM provides services, such as financial services and energy and other utility services, to Delphi), environmental and asbestos related claims, product liability claims, and indemnification claims relating to industrial development bonds assumed by Delphi as part of its spin-off from GM.
- Pursuant to a master separation agreement, Delphi and the other Debtors shall jointly and severally indemnify GM for any losses, claims, damages, liabilities or actions (including attorneys’ fees or other expenses) resulting from, relating to, arising from or in connection with (i) the liabilities and assets transferred by GM

under the master separation agreement and ancillary agreements and/or (ii) Delphi's conduct of its business after January 1, 1999. GM holds various claims against the Debtors pursuant to this indemnification provision.

In addition, various domestic and/or foreign subsidiaries and/or affiliates of General Motors Corporation hold claims against Delphi in amounts not yet determined.

As a result of prepetition shipments of goods from Delphi to GM for which the accounts payable were not yet due as of the Commencement Date, GM also holds setoff rights for a portion of its claims (against the Debtors and their affiliates) against GM's prepetition payable pursuant to sections 506 and 553 of the Bankruptcy Code and applicable non-bankruptcy law.

The Notice of Status As a Substantial Claimholder, including this Appendix, is not GM's proof of claim, and shall not limit in any way any claims that GM may make against the Debtors. GM reserves the right to assert any claims, whether or not described in this Appendix, in any amount, whether greater or less than amounts described in this Appendix, in a proof or proofs of claim to be filed subsequently in the Debtors' chapter 11 cases.